

COUNTY OF LOS ANGELES

MARVIN J. SOUTHARD, D.S.W.
Director

ROBIN KAY, Ph.D.
Chief Deputy Director

RODERICK SHANER, M.D.
Medical Director



BOARD OF SUPERVISORS

GLORIA MOLINA
MARK RIDLEY-THOMAS
ZEV YAROSLAVSKY
DON KNABE
MICHAEL D. ANTONOVICH

DEPARTMENT OF MENTAL HEALTH

<http://dmh.lacounty.gov>

550 SOUTH VERMONT AVENUE, LOS ANGELES, CALIFORNIA 90020

Reply To: (213) 738-4601
Fax: (213) 386-1297

October 26, 2009

TO: Each Supervisor
FROM: *Robin Kay for*
Marvin J. Southard, D.S.W.
Director of Mental Health

SUBJECT: **BROTMAN MEDICAL CENTER, INC. – ASSIGNMENT OF AGREEMENT TO BROTMAN MEDICAL CENTER, INC., A REORGANIZED CHAPTER 11 DEBTOR**

On May 17, 2007, your Board adopted the renewal of 28 Mental Health Services Contract Allowable Rate – Fee-For-Services (FFS) Medi-Cal Acute Psychiatric Inpatient Hospital Services Agreements (Agreement). These FFS Medi-Cal acute psychiatric inpatient hospitals are certified by the State Department of Mental Health (State) and conform to all applicable Los Angeles County Department of Mental Health (LACDMH) policies and procedures and are qualified to provide inpatient services and administrative day services.

Brotman Medical Center, Inc. ("Brotman"), one of the 28 FFS hospitals that had a contract with LAC-DMH, was an entity owned by Prospect Hospital Advisory Holdings Inc., Culver Hospital Holdings, L.P., and several private investors (See Exhibit 1). The facility at issue, a 420-bed medical center that serviced the West Los Angeles Area, was operated by Brotman. However, due to financial difficulties with its senior lender, Brotman filed a Voluntary Petition for Relief under Chapter 11 of the Bankruptcy Code on October 25, 2007. Due to the bankruptcy filing, the LACDMH's Agreement with Brotman was in jeopardy of being terminated unless Brotman could emerge from bankruptcy as a reorganized debtor that took over the terms and conditions of the Agreement by way of an assumption of the existing Agreement that was approved by the Bankruptcy Court.

Through this Agreement, Brotman has been providing services to Medi-Cal beneficiaries whose residency has been determined to be within Los Angeles County. Brotman has provided psychiatric inpatient hospital services, which included acute psychiatric inpatient hospital services, administrative day services, and participation in the Psychiatric Mobile Response Team (PMRT) Psychiatric Outreach Diversion

"To Enrich Lives Through Effective And Caring Service"

Program (PDP) for uninsured individuals who were placed on psychiatric holds by DMH field response operations and in need of acute hospitalization. Without a reorganized Brotman providing the contracted services, it would be necessary for LACDMH to send patients to hospitals in different service areas. Brotman is a valuable resource for individuals in critical need of psychiatric hospitalization residing in Service Areas 6 and 8 due to its close proximity to these service areas. Moreover, Brotman is a strong and effective collaborator, working closely with all of the agencies in those service areas as well as with the Full Service Partnership (FSP) and Assertive Community Treatment (ACT) teams on care coordination, discharge planning, and linkage. Finally, the proximity of Brotman to Exodus Urgent Care Center (UCC) is critical to the local service area continuum of care and greatly enhances the ability of the UCC to assure medical clearance and treatment of individuals in need of such care.

On September 22, 2008, Brotman, the Debtor, sought a sale and/or refinancing of the debt it owed for the facility. Consequently, objections were filed by multiple parties - the Creditors, including the County. As a result several hearings were conducted. After the Bankruptcy Court's hearings, Brotman filed a First Amended Disclosure Statement and Plan of Reorganization dated October 17, 2008. This Disclosure Statement and Plan of Reorganization addressed the concerns expressed by the Creditors, which included the County's objections. Following the hearings that addressed the concerns expressed by the Creditors, the Bankruptcy Court approved the Second Amended Plan, which took into consideration the County's objections. The Second Amended Plan was approved by the Bankruptcy Court on January 21, 2009, and went into effect on April 14, 2009; as a result, Brotman emerged as the Reorganized Debtor.

Preceding the approval of the Second Amended Plan, Prime Healthcare Services Los Angeles, LLC, failed in its attempt to acquire Brotman as a reorganized debtor and Prospect Medical Holdings, a publicly traded corporation, was successful in acquiring a majority ownership in the Reorganized Debtor. Brotman as the Reorganized Debtor wants to continue being a LACDMH contractor under the existing Agreement, which includes the PDP contractual arrangements. As the Reorganized Debtor, Brotman retains all licenses in good standing with the various medical agencies. Furthermore, Brotman will continue to serve physicians and their patients in Culver City, West Los Angeles, and the surrounding communities. The hospital anticipates no change in the emergency room operations. All professional and technical staff will continue to work regular shifts and hours. In addition, Brotman has agreed, as the Reorganized Debtor, to accept all terms and conditions of the current Agreement with the LACDMH.

Subsequently, LACDMH has reviewed and analyzed Prospect's ownership interest in Brotman and has concluded that the acute psychiatric inpatient hospital services provided by the reorganized Brotman are an important part of our network; and will

October 26, 2009
Each Supervisor
Page 3

amend the current Agreement, conditional upon continued State Medi-Cal certification, to reflect the reorganization. Additionally, DMH has consulted with County Counsel, a bankruptcy attorney, and consultant Barry S. Glaser, Esq., and has concluded that LACDMH should approve Brotman's assignment or rights to the reorganized Brotman in order to continue services to DMH patients without interruptions. All actions adopted in your Board letter of December 6, 2005 (Board Policy on Contractor Mergers/Acquisitions) have been met by Brotman Medical Center, Inc., a Reorganized Chapter 11 Debtor.

If you have any questions or concerns regarding this matter, please contact me or your staff may contact Richard Kushi, Contracts Development and Administration Division, at (213) 738-4684.

MJS:RK:PW:ov

Attachment

c: Chief Executive Officer
Acting County Counsel
Executive Officer, Board of Supervisors
Robin Kay, Ph.D.
Roderick Shaner, M.D.
Margo Morales
Tony Beliz, Ph.D.
Mary Marx
Pansy Washington
Richard Kushi
Barry S. Glaser, Esq.

1 THOMAS E. PATTERSON (State Bar No. 130723)
 2 DAVID A. FIDLER (State Bar No. 195648)
 3 STACIA A. NEELEY (State Bar No. 233157)
 4 COURTNEY E. POZMANTIER (State Bar No. 242103)
 5 KLEE, TUCHIN, BOGDANOFF & STERN LLP
 1999 Avenue of the Stars, 39th Floor
 Los Angeles, California 90067
 Telephone: (310) 407-4000
 Facsimile: (310) 407-9090

6 Proposed Reorganization Counsel for
 Debtor and Debtor In Possession

7 Debtor's Mailing Address
 8 3828 Delmas Terrace
 Culver City, CA 90232

9 Federal Tax I.D. # XX-XXX3823

10 UNITED STATES BANKRUPTCY COURT
 11 CENTRAL DISTRICT OF CALIFORNIA
 12 LOS ANGELES DIVISION

13 In re

14 BROTMAN MEDICAL CENTER, INC., a
 15 California corporation,

16 Debtor.

Case No.: 1:07- _____

Chapter 11

SUBMISSION OF VERIFIED LIST OF
 EQUITY SECURITY HOLDERS OF
 BROTMAN MEDICAL CENTER, INC. IN
 ACCORDANCE WITH RULE 1007(a)(3)
 OF THE FEDERAL RULES OF
 BANKRUPTCY PROCEDURE

KLEE, TUCHIN, BOGDANOFF & STERN LLP
 1999 AVENUE OF THE STARS, 39TH FLOOR
 LOS ANGELES, CALIFORNIA 90067
 TELEPHONE: (310) 407-4000

KLEE, TUCHIN, BOGDANOFF & STERN LLP
1999 AVENUE OF THE STARS, 19TH FLOOR
LOS ANGELES, CALIFORNIA 90067
TELEPHONE: (310) 407-4000

1 TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE AND THE
2 OFFICE OF THE UNITED STATES TRUSTEE:

3 I, Michael Lane, am the Chief Executive Officer of Brotman Medical Center, Inc., a
4 California corporation ("Brotman"). I hereby certify under penalty of perjury, based upon
5 my information, knowledge and belief, that the annexed Exhibit 1 constitutes a complete and
6 correct list of the equity security holders of record holding common and preferred stock of
7 Brotman, as of October 25, 2007. This list shows the number of shares, the name of each
8 holder, and the last known address for each such holder.

9 Executed this 25th day of October, 2007 at Culver City, California.

10
11 /s/ Michael Lane

12 MICHAEL LANE

CHIEF EXECUTIVE OFFICER

13 Submitted by:

14
15 /s/ Stacia A. Neeley, Esq.

16 STACIA A. NEELEY, an Attorney with
17 KLEE, TUCHIN, BOGDANOFF & STERN LLP
Proposed Reorganization Counsel for
Debtor and Debtor in Possession

EXHIBIT 1

LIST OF EQUITY SECURITY HOLDERS OF BROTMAN MEDICAL CENTER, INC.¹

SERIES A PREFERRED STOCK

Holder Name	Number of Shares Held	% of Total Outstanding Shares ²
Prospect Hospital Advisory Services, Inc.	248,000	100%
TOTAL	248,000	100%

SERIES B PREFERRED STOCK

Holder Name	Number of Shares Held	% of Total Outstanding Shares
Culver Hospital Holdings, L.P.	202,000	80%
Gable Park, LLC	50,500	20%
TOTAL	252,500	100%

SERIES C PREFERRED STOCK

Holder Name	Number of Shares Held	% of Total Outstanding Shares
Alan Markle, M.D. 422 Meadowview Drive La Canada, CA 91011	7,900	5.3%
David L. Murphy 10831 Cushman Avenue Los Angeles, CA 90064	7,900	5.3%
Farshid Hekmat, M.D. 9763 West Pico Blvd. Los Angeles, CA 91011	3,950	2.6%

¹ On May 19, 2006, a physician was granted an option to acquire 93,578 shares of Series E Preferred Stock at an exercise price of \$12.65 share. To date, this option has not been exercised.

² To the nearest tenth of a percentage point.

Holder Name	Number of Shares Held	% of Total Outstanding Shares
Jordan Goodstein, M.D. - Pension Account 3831 Hughes Avenue Suite 603 Culver City, CA 90232	3,950	2.6%
Stricke Family Trust 2747 Club Drive Los Angeles, CA 90064	3,950	2.6%
Mark R. Honzel, M.D. 8920 Wilshire Blvd. Suite 310 Beverly Hills, CA 90211	3,950	2.6%
Bialick Tabibian 1504 Stone Canyon Los Angeles, CA 90077	3,950	2.6%
Raj Prasad, M.D. 215 S. Willaman Beverly Hills, CA 90232	3,950	2.6%
Robert A. Gross and Marjore J. Gross, Co-Trustees Robert A. Gross Family Trust 3831 Hughes Avenue Suite 706 Culver City, CA 90232	3,950	2.6%
Beverly Hills Radiation Oncology 150 N. Robertson Blvd. Suite 160 Beverly Hills, CA 90211	3,950	2.6%
Allen S. Chroman, M.D. 870 Old Mill Rd. Pasadena, CA 91108	3,950	2.6%
Barry S. Neidorf, M.D., IRA 10106 Empyrean Way #304 Los Angeles, CA 90067	3,950	2.6%

Holder Name	Number of Shares Held	% of Total Outstanding Shares
James J. Baharvar 2001 Santa Monica Blvd. #690 Santa Monica, CA 90404	3,950	2.6%
Leonard S. Marks, Trustee, Marks Family Trust 3831 Hughes Avenue Culver City, CA 90232	3,950	2.6%
Solomon Forouzesh M.D., Inc., Profit Sharing & Retirement Plan 9808 Venice Blvd. Suite 604 Culver City, CA 90232	3,950	2.6%
Richard S. Horowitz, M.D. 8635 West Third Street Suite 885 Los Angeles, CA 90048	3,950	2.6%
Lowell P. Theard Living Trust 3831 Hughes Ave. Suite 705 Culver City, CA 90232	3,950	2.6%
Neil J. Goldberg, M.D. 2722 Motor Avenue Los Angeles, CA 90064	3,950	2.6%
Razi HCS Inc., c/o Mike Mirahmadi, M.D. 3392 Motor Ave. Los Angeles, CA 90034	3,950	2.6%
California Emergency Physicians Medical Group 210 Powell Street Suite 920 Emeryville, CA 94608	3,950	2.6%
Charles Schwab & Co. FBO Glenn Pasternak IRA/R0 642 Warner Avenue Los Angeles, CA 90024	3,950	2.6%

Holder Name	Number of Shares Held	% of Total Outstanding Shares
Memorial Pathology Medical Group, Inc. Pathology Department Brotman Medical Center 3828 Hughes Culver City, CA 90232	1,975	1.3%
William Levin, M.D. 339 N. Palm Drive #304 Beverly Hills, CA 90210	1,975	1.3%
Jonathan Reitman, M.D. 8920 Wilshire Blvd. Suite 310 Beverly Hills, CA 90211	1,975	1.3%
Daniels Trust 619 N. Camden Drive Beverly Hills, CA 90210	1,975	1.3%
Stanley & Sandra Kahan Trust 462 Daniels Drive Beverly Hills, CA 90212	1,975	1.3%
Suhail Dohad, M.D., Inc. 414 N. Camden Drive Suite 1100 Beverly Hills, CA 90210	1,975	1.3%
Ronald Karlsberg 414 N. Camden Drive Beverly Hills, CA 90210	1,975	1.3%
Satinder Bhatia 414 N. Camden Drive Beverly Hills, CA 90210	1,975	1.3%
Eli Gang, M.D. 414 N. Camden Drive Beverly Hills, CA 90210	1,975	1.3%
Western Diagnostic & Therapeutic Radiology Medical Group 9808 Venice Blvd. Suite 200 Culver City, CA 90232	1,975	1.3%

Holder Name	Number of Shares Held	% of Total Outstanding Shares
Robert M. Rose 233 South Rodeo Drive Beverly Hills, CA 90212	1,975	1.3%
Elham Ghadishah 445 Comstock Avenue Los Angeles, CA 90024	1,975	1.3%
Delaram Ghadishah 10660 Wilshire Blvd. #1108 Los Angeles, CA 90024	1,975	1.3%
Mahesh Bhuta, M.D. 9711 Venice Blvd. Los Angeles, CA 90034	1,975	1.3%
Beverly Hills Institute For Bariatric Surgery 8920 Wilshire Blvd. #501 Beverly Hills, CA 90211	1,975	1.3%
Flor Geola Profit Sharing 826 Dianthus Street Manhattan Beach, CA 90266	1,975	1.3%
Bernard Weintraub, M.D., Inc., Money Purchase Plan 2500 La Condesa Drive Los Angeles, CA 90049	1,975	1.3%
Rafael Reisfeld 12318 19th Helena Drive Los Angeles, CA 90049	1,975	1.3%
Robert S. Pushkin, M.D. 10921 Wilshire Blvd Suite 1208 Los Angeles, CA 90024	1,975	1.3%
George Blair, M.D. 839 N. Genesee Ave. Los Angeles, CA 90046	1,975	1.3%

Holder Name	Number of Shares Held	% of Total Outstanding Shares
Timothy C. Simons, M.D. and Adebambo Ojuri, M.D. 8110 Airport Blvd. Los Angeles, CA 90045	1,975	1.3%
Sean Cheong F Lai 418 24th Street Santa Monica, CA 90402	1,975	1.3%
Albert Nejat, D.P.M. 3831 Hughes Ave Suite 706 Culver City, CA 90232	1,975	1.3%
Betsy Blechman, M.D. and David Ramin, M.D. 1622 Tower Grove Beverly Hills, CA 90210	1,975	1.3%
Elliot and Laura Gross Trustees, Gross Family Trust UAD 11/12/1984 480 Toyopa Drive Pacific Palisades, CA 90272	1,975	1.3%
Lipper Family Trust, dated 12/1/1901 300 S. Palm Drive Beverly Hills, CA 90212	1,975	1.3%
Robert Ruder in trust for Jessica Ruder and Justin Ruder 8816 Burton Way Beverly Hills, CA	1,975	1.3%
Leonid M. Kleynberg 6221 Wilshire Blvd. Suite 504 Los Angeles, CA 90048	1,975	1.3%
Paul H. Key, M.D., IRA Contributory 9808 Venice Blvd. Suite 503 Culver City, CA 90232	1,975	1.3%
TOTAL	148,125	100%

SERIES D COMMON STOCK

Holder Name	Number of Shares Held	% of Total Outstanding Shares
BMC Employee Equity, LLC	90,000	90%
Herta and Paul Amir Family Trust dated February 13, 1987	10,000	10%
TOTAL:	100,000	100%

EXHIBIT I

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Herta and Paul Amir Family Trust dated February 13, 1987	10,000	10%
TOTAL:	100,000	100%

Party Name, Address and Telephone Number (CA State Bar No. If Applicable) KLEE, TUCHIN, BOGDANOFF & STERN LLP Attn: Stacia A. Neeley (CA - 233157) 1999 Avenue of the Stars, 39th Floor Los Angeles, CA 90067 (310) 407-4000	FOR COURT USE ONLY
UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA	
In re: Brotman Medical Center, Inc. <div style="text-align: right;">Debtor.</div>	CHAPTER 11 CASE NUMBER 07-_____ <div style="text-align: right;">(No Hearing Required)</div>

**VENUE DISCLOSURE FORM
FOR CORPORATIONS FILING CHAPTER 11
(Required by General Order 97-02)**

Attach additional sheets as necessary and indicate so in each section

1. Specify the address of the principal office of the Debtor currently on file with the California Secretary of State (from Form S0100, S0200, or S0300):

3828 Delmas Terrace
Culver City, CA 90232

2. Specify the address of the principal office of the Debtor listed on the Debtor's most recent federal tax return:

3828 Delmas Terrace
Culver City, CA 90232

3. Disclose the current business address(es) for all corporate officers:

3828 Delmas Terrace
Culver City, CA 90232

4. Disclose the current business address(es) where the Debtor's books and records are located:

3828 Delmas Terrace
Culver City, CA 90232

In re Brotman Medical Center, Inc.	CHAPTER 11
Debtor.	CASE NUMBER 07-_____

5. List the address(es) where the majority of the Debtor's assets are located based on a book value determination as set forth on the Debtor's most recent balance sheet:

3828 Delmas Terrace
Culver City, CA 90232

6. Disclose any different address(es) to those listed above within six months prior to the filing of this petition and state the reasons for the change in address(es):

N/A

7. State the name and address of the officer signing this Statement and the relationship of such person to the Debtor (specify):

Michael Lane, Chief Executive Officer
3828 Delmas Terrace
Culver City, CA 90232

8. Total number of attached pages of supporting documentation: 0

9. I declare under penalty of perjury under the laws of the United States of America, that the foregoing is true and correct.

Executed on the 25th day of October, 20 07, at Culver City, California.

Michael Lane
Type Name of Officer
Chief Executive Officer
Position or Title of Officer

Signature of Declarant

STATEMENT OF RELATED CASES
INFORMATION REQUIRED BY LOCAL BANKRUPTCY RULE 1015-2
UNITED STATES BANKRUPTCY COURT, CENTRAL DISTRICT OF CALIFORNIA

1. A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor, his/her spouse, an affiliate of the debtor, any copartnership or joint venture of which debtor is or formerly was a general or limited partner, or member, or any corporation of which the debtor is a director, officer, or person in control, as follows: (Set forth the complete number and title of each such of prior proceeding, date filed, nature thereof, the Bankruptcy Judge and court to whom assigned, whether still pending and, if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)
-
-

2. (If petitioner is a partnership or joint venture) A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor or an affiliate of the debtor, or a general partner in the debtor, a relative of the general partner, general partner of, or person in control of the debtor, partnership in which the debtor is a general partner, general partner of the debtor, or person in control of the debtor as follows: (Set forth the complete number and title of each such prior proceeding, date filed, nature of the proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending and, if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)
-
-

3. (If petitioner is a corporation) A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor, or any of its affiliates or subsidiaries, a director of the debtor, an officer of the debtor, a person in control of the debtor, a partnership in which the debtor is general partner, a general partner of the debtor, a relative of the general partner, director, officer, or person in control of the debtor, or any persons, firms or corporations owning 20% or more of its voting stock as follows: (Set forth the complete number and title of each such prior proceeding, date filed, nature of proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending, and if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)
-
-

4. (If petitioner is an individual) A petition under the Bankruptcy Reform Act of 1978, including amendments thereof, has been filed by or against the debtor within the last 180 days: (Set forth the complete number and title of each such prior proceeding, date filed, nature of proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending, and if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)
-
-

I declare, under penalty of perjury, that the foregoing is true and correct.

Executed at _____, California.

/s/ Michael Lane

Dated _____

MASTER MAILING LIST
Verification Pursuant to Local Bankruptcy Rule 1007-2(d)

Name Brotman Medical Center, Inc.
Address 3828 Delmas Terrace, Culver City, CA 90232
Telephone (310) 836-7000
☒ Attorney for Debtor(s)
☐ Debtor in Pro Per

UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA	
List all names including trade names used by Debtor(s) within last 8 years): Brotman Medical Partners	Case No.: 1:07-XXXXXX-XX
	Chapter: 11

VERIFICATION OF CREDITOR MAILING LIST

The above named debtor(s), or debtor's attorney if applicable, do hereby certify under penalty of perjury that the attached Master Mailing List of creditors, consisting of 1149 sheets is complete and correct. I assume all responsibility for errors and omissions.

Date: October 25, 2007

Brotman Medical Center, Inc.

/s/ Stacia A. Neeley, Esq.
Stacia A. Neeley, Esq.
Proposed Reorganization Counsel for
Debtor and Debtor in Possession

By: /s/ Michael Lane
Michael Lane

Its: Chief Executive Officer